

**MINUTES OF THE BOARD OF DIRECTORS MEETING
ROAD RUNNERS CLUB OF AMERICA**

Friday December 11, 2009 and
Saturday December 12, 2009

The regular meeting was called to order by President Ayer at 2:15 pm at the Hyatt Place in Lakeland, FL

Roll Call: President Brent Ayer present
 Vice-President David Cotter present
 Secretary and At-Large Director Dan Edwards present
 Treasurer Dennis Novak present
 Eastern Region Director Mark Grandonico present
 Central Region Director Mitchell Garner present
 Southern Region Director Lena Hollmann present
 Western Region Director David Epstein present
 At-Large Director Kelly Richards present
 Executive Director Jean Knaack present
 Program Director Eve Mills present
 Guests: Dawn Decaminada and Marc Zimmerman

President Ayer called for a motion to ratify the approval of August 2009 minutes that were approved via email. The motion passed.

Dawn Decaminada and Marc Zimmerman from the Lakeland Runners Club provided an overview of the 2010 RRCA Convention planning.

Executive Director Knaack provided an overview of the successes and challenges for 2009 based on her self-assessment provided previously to the RRCA Board. Discussion followed regarding the information.

Executive Director Knaack reviewed the 2010 Operating Objectives that were submitted earlier to the Board via email. President Ayer requested that each board member rank the top three new initiatives presented for 2010. Following discussion there was consensus that the top ranked new initiatives the RRCA will focus in order of importance includes: race director certification, youth program director/coaching certification, advocacy training and tool-kit, and Runner Friendly Community program.

Additional initiatives were discussed including a joint project between RRCA and USATF to develop an athlete registry for groups interested in recruiting top athletes to race events and speak at events. Director Garner agreed to take the lead on this activity. Executive Director Knaack also reported on her meeting with the Distance Running Hall of Fame and the opportunity to co-sponsor and co-produce a traveling “retro running” display. This would include a series of banners that could be displayed at expos around the country outlining the history of distance running. Director Grandonico expressed

interest in working on the “retro running” project. Discussion was had about additional opportunities to improve existing programs and services as part of the 2010 plan.

The 2010 Objectives were approved as presented with the ranked priorities as outlined above.

President Ayer opened discussion on the Board’s role in fundraising. A give or get policy for board members was discussed to ensure 100% board member giving or getting for RRCA funds. The Board agreed to focus on Kids Run the Nation as their fundraising priority. Fundraising status for Roads Scholar program was also discussed. The board agreed that this was a valuable program and to continue to raise funds from current donors and work to engage new donors. The Board also outlined that a fundraising tips/techniques session for the State Reps training might be time well spent.

The Friday session adjourned at 6:00 PM

The Board reconvened on Saturday December 12, 2009 at 9:00 AM.

At that point a motion was called by David Cotter to enter into executive session for the purposes of finalizing the executive director performance evaluation and compensation. The motion passed.

The Board reconvened in open session following the executive session for the presentation of reports from Officers and Directors.

President’s Report

President Ayer outlined the importance of maintaining the State Reps fund for the purposes of assisting with convention travel for State Reps. The Board agreed on the following additional strategies:

- Encourage members to give to the State Reps fund.
- State Reps must share hotel rooms or they will only get 50% reimbursement cost for their hotel.
- The hotel room-sharing requirement will begin with the 2011 convention.

Treasurer’s Report

Treasurer Novak provided a brief overview of the 2010 Budget that accompanies the 2010 Objectives that were previously approved. Discussion of the budget followed. A point of discussion was expensing all of the website and database costs in 2009 versus amortizing the expenses over 3 years. Executive Director Knaack agreed to consult with the auditors (note: per the auditors, the RRCA will amortize the cost of the website and database development over 3 years). Western Director Epstein moved to approve the budget as presented.

Treasurer Novak also reviewed the financials statements October 2009 along with the 2009 Year End projections. The RRCA investment account rebounded in 2009, and the RRCA projects to end the year with healthy net assets. President Ayer outlined the plan

for appointing members to the audit committee, which is chaired by Treasurer Novak per the bylaws.

Discussion was held on frequency of financial reporting to the Board in 2010. Executive Director Knaack will provide monthly statements to the Treasurer and quarterly statements to the Board.

Regional Reports

Regional Directors reported on the status of the regional championship bids for 2010.

Director Epstein noted he is seeking an Oregon State Rep and Southern California State Rep.

Director Hollmann noted she is in need of a Kentucky State Rep. She noted the press that the Running Journal is giving in each issue for the RRCA State Reps.

Director Grandonico noted he is seeking a Rhode Island State Rep and is reaching out to other less active reps. He noted that Tom Fort of Delaware is stepping down after many years of service. The board resolved to present Tom Fort a lifetime achievement award for his service to the RRCA at the 2010 Convention. Director Grandonico also noted a joint ad he placed in Running Times for the RRCA Join a Club Campaign and Maine Track Club. This ad was one his club won at the RRCA auction. He also outlined that the Maine Track Club raised \$1000 for the Kids Run the Nation Fund at their Turkey Trot. All agreed this was an ideal model for Kids Run the Nation fundraising efforts.

Director Garner reported on his trip to the recent USATF annual meeting as part of the RRCA delegation, which included Jeff Darman and Phil Stewart. He reported on his teleconferences with his state reps. He also commented on the success of the RRCA plaque presentation to Joan Benoit Samuelson at the Beach to Beacon race in Maine.

Executive Director's Report

Executive Director Knaack opened with a administrative item. She presented the updated RRCA Articles of Incorporation that were redrafted by Webster, Chamberlain, and Bean in accordance with the request from the IRS to update the RRCA Articles to meet their stated expectations for a nonprofit organization. Director Garner moved to approve the revised articles of incorporation as presented. The motion passed unanimously (revised Articles of Incorporation attached).

Executive Director Knaack requested that the Kids Run the Nation grants approved via email be ratified. The motion passed ratifying the grantees, which were: Couch to 5k – Children's Rescue Center - Springfield, OH, Clear Creek Running Club - Bloomington, IN, Fitness University - Nashua, NH, Fay Dolphin Runners Club - San Diego, CA, Sugarloaf Sharks Running Club - Cudjoe Key, FL, Run For Home Youth Training Program - Dover, OH, Clearview Panthers - Bethlehem, PA, Banner Running Club - Peoria, IL

Executive Director Knaack requested that the Microfinance Loans approved via email be ratified. Only two loans were received for 2009 but both were deserving organizations.

The loan selection panel included Bee McLeod, Goody Tyler, Len Goldman, Jean Arthur, and Dan Edwards. The motion to ratify was passed. The loan recipients are Rock River Road Runners and Tahoe Mountain Milers/Sagebrush Stompers. Promotional ideas for the program were also discussed.

Executive Director Knaack discussed the new website and the new membership database and outlined improved functionality. She highlighted the efforts and challenges that went into developing the new system.

Executive Director Knaack outlined additional insurance program offerings that Terry Diller is researching. Several new programs will most likely be implemented in early 2010.

Executive Director Knaack outlined the success of moving the Championship bidding process to a centralized online form. The collective gathering of data for the events helped secure a new sponsor for the program (Sigvaris). Executive Director Knaack also reported on the status of negotiations with Gatorade for renewing the program. She reported that Ortholite and Sports Authority have committed to continuing their sponsorships in 2010.

Membership Report

Membership Director Mills reported on the status of membership. She presented a graph with RRCA growth since 2006 going from 684 members in 2006 to 1,115 in 2009. She also outlined the breakdown of the membership categories. Nonprofit clubs and events make-up 81% of the total membership. A growing segment in the RRCA membership are race directing companies. Discussion was held about this growing segment and the dues assessment method. Membership Director Mills agreed to outline the number of race directing companies, dues assessment method, and report back to the Board at the April meeting. Membership Director Mills also outlined the results of her research on the differences between RRCA and USATF insurance programs. Membership Director Mills also reported on the malpractice insurance program for RRCA Certified Coaches that has been launched.

New Business

No new business was presented

President Ayer provided closing remarks and the meeting adjourned at 2:30 PM

Dan Edwards, Secretary

Amended December 2009

**ARTICLES OF INCORPORATION
VIRGINIA NONSTOCK CORPORATION
THE ROAD RUNNERS CLUB OF AMERICA, INC**

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, state(s) as follows:

1. THE NAME OF THE CORPORATION IS: The Road Runners Club of America, Inc.

2. The period of duration is perpetual.

3. This corporation is organized, and shall be administered and operated, exclusively to receive, administer, and expend funds for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

1. To promote and encourage long distance running as a competitive sport and as a means of healthful exercise;
2. To promote and conduct races or other running activities;
3. To disseminate information on running through newsletters, booklets, clinics, meetings, handbooks and through education programs;
4. To participate in or institute research projects;
5. To make awards;
6. To do all such things conducive to the encouragement of competitive running and better physical fitness for all individuals of all ages and both sexes;
7. To improve national fitness and national and international amateur sports competition in long distance running;
8. To offer organization guidance to membership organizations;
9. To assist other charitable and educational organizations in the conduct of similar activities;
10. To establish in the main office or elsewhere all departments and activities necessary to carry out the purposes of the corporation; and
11. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real

or personal, including shares of stock, bonds and securities of other corporations;

- (d) act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- (f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and
- (g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

4. THE CORPORATION IS TO HAVE THE FOLLOWING CLASS(ES) OF MEMBERS:

Local road runners clubs, allied organizations, event clubs, corporate members, honorary members, umbrella organizations individual members, for profit running clubs and for profit running events, as more particularly described below.

5. No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

6. The affairs of the corporation shall be carried on through its Board of Directors; the manner of their election of appointment shall be as provided in these Articles. The RRCA Board shall be composed of three (3) elected officers and six (6) elected directors. The elected officers shall consist of a President and Vice-President and Treasurer. The Secretary shall be appointed by the President subject to from among the

Amended December 2009

At Large Directors subject to approval by the RRCA Board. The elected officers and elected directors shall be divided into two (2) groups for election purposes as follows:

- Group 1. President, Vice President, Treasurer, Central Director and East Director each such position being elected in even numbered years;
- Group 2. South Director, West Director and two (2) At Large Directors, each such position being elected in odd numbered years

The term of the elected officers and directors:

The term of the elected officers and directors shall be two (2) years and said elected officers and directors may be elected for no more than two (2) consecutive terms. The Secretary shall serve at the pleasure of the RRCA Board.

Group 1 shall be elected for two (2) years; and Group 2 shall be elected for one (1) year. Each subsequent election shall be for two (2) years.

Geographical requirements: Geographical residency requirements for directors shall be as set forth in the Bylaws. There is no geographic residency requirement for elected officers.

Term of Office for elected officers and directors:

The term of office for elected officers and directors shall commence on June 1st in the year of their election.

Election:

Officers and directors shall be elected at each annual meeting to succeed those whose terms expire. Each office or directorship shall be filled by the candidate receiving a majority of votes cast. Each office or directorship shall be voted on separately and elected by a vote of a majority of votes cast by the members present at a meeting at which a 'quorum' is present.

In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

7. The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

8. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

9. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.

10. THE NAME OF THE CORPORATION'S REGISTERED AGENT:

A. The name of the corporation's registered agent is Jean Knaack

